

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FTX TRADING LTD., *et al.*¹

Debtors.

Chapter 11

Case No. 22-11068 (JTD)

(Jointly Administered)

Ref. No. 10348

CERTIFICATION OF COUNSEL

I, Matthew R. Pierce, counsel to FTX Trading Ltd. and its affiliated debtors and debtors-in-possession (the “Debtors”), hereby certify as follows to the best of my knowledge, information and belief:

1. On February 3, 2024, the Debtors filed the *Motion of Debtors for Entry of an Order Authorizing and Approving (I) Procedures for Sale of Debtors’ Equity Interests in Anthropic, PBC; (II) Sale(s) of Such Equity Interests in Accordance with Such Procedures Free and Clear of any Liens, Claims, Interests and Encumbrances; and (III) Redaction and Filing Under Seal of Certain Confidential Commercial Information in the Sale Procedures* [D.I. 6952] (the “Motion”) with the Court seeking entry of an order authorizing and approving, among other things, (a) procedures (the “Sale Procedures”) for the sale of all or a portion of the Series B Preferred Stock in Anthropic, PBC (the “Anthropic Shares”) and (b) the sale(s) of the Anthropic Shares in accordance with the Sale Procedures free and clear of any liens, claims, interests and encumbrances (except as set forth in the Sale Procedures).

¹ The last four digits of FTX Trading Ltd.’s and Alameda Research LLC’s tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/FTX>. The principal place of business of Debtor Emergent Fidelity Technologies Ltd is Unit 3B, Bryson’s Commercial Complex, Friars Hill Road, St. John’s, Antigua and Barbuda.

2. On February 29, 2024, the Court entered the *Order Authorizing and Approving (I) Procedures for Sale of Debtors' Equity Interests in Anthropic, PBC; (II) Sale(s) of Such Equity Interests in Accordance with Such Procedures Free and Clear of any Liens, Claims, Interests and Encumbrances* [D.I. 8215] approving the Motion.

3. On March 22, 2024, the Debtors filed the *Notice of Proposed Sale of Anthropic Shares Free and Clear of Liens, Claims, Interests and Encumbrances* [D.I. 10241].²

4. On March 25, 2024, the Debtors filed the *Revised Notice of Proposed Sale of Anthropic Shares Free and Clear of Liens, Claims, Interests and Encumbrances* [D.I. 10348] (the “Revised Notice”), which attached a revised proposed sale order (the “Sale Order”) as Exhibit 2 thereto.

5. As of the date hereof, no formal objections or other responses to the Revised Notice have been filed or served on the Debtors. The Debtors received informal comments (the “Informal Comments”) to the Sale Order from the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”).

6. To resolve the Informal Comments, the Debtors have revised the proposed Sale Order (the “Revised Order”), a copy of which is attached hereto as Exhibit A. A copy of the Revised Order compared against the Sale Order is attached hereto as Exhibit B. The Revised Order has been circulated to the U.S. Trustee, the Official Committee of Unsecured Creditors appointed in these chapter 11 cases (the “Committee”), the Ad Hoc Committee of Non-US Customers of FTX.com (the “Ad Hoc Committee”), and Anthropic, PBC (“Anthropic” together with the U.S. Trustee, the Committee and the Ad Hoc Committee, the “Parties”). The Parties have no objection to the entry of the Revised Order. In accordance with the Court’s electronic order

² Capitalized terms used but otherwise not defined herein shall have the meanings ascribed to them in the Motion.

processing procedures, a clean copy of the Revised Order shall be uploaded to CM/ECF.

7. Accordingly, the Debtors respectfully request that the Court enter the Revised Order at its earliest convenience.

Dated: April 4, 2024
Wilmington, Delaware

LANDIS RATH & COBB LLP

/s/ Matthew R. Pierce

Adam G. Landis (No. 3407)
Kimberly A. Brown (No. 5138)
Matthew R. Pierce (No. 5946)
919 Market Street, Suite 1800
Wilmington, Delaware 19801
Telephone: (302) 467-4400
Facsimile: (302) 467-4450
E-mail: landis@lrclaw.com
brown@lrclaw.com
pierce@lrclaw.com

-and-

SULLIVAN & CROMWELL LLP

Andrew G. Dietderich (admitted *pro hac vice*)
James L. Bromley (admitted *pro hac vice*)
Brian D. Glueckstein (admitted *pro hac vice*)
Alexa J. Kranzley (admitted *pro hac vice*)
125 Broad Street
New York, NY 10004
Telephone: (212) 558-4000
Facsimile: (212) 558-3588
E-mail: dietdericha@sullcrom.com
bromleyj@sullcrom.com
gluecksteinb@sullcrom.com
kranzleya@sullcrom.com

Counsel for the Debtors and Debtors-in-Possession